

Sociotechnical Systems Roundtable, Inc.

(May 2005)

By-Laws

Article 1: Name

The name of the corporation shall be “The Sociotechnical Systems Roundtable, Inc.”

Article 2: Purposes

The purposes of the corporation shall be educational within the meaning of Section 501(c)3 of the federal tax code and more specifically to be an open learning community that advances the values, theory and practice that create healthy and powerful human work systems that are demonstrably capable, humane and responsible.

Article 3: Office

The registered office of the corporation shall be located at P.O. Box 542 (55 Misty Bay Road), Milton, VT 05468.

Article 4: Members

Section 1. Membership. A natural person may become a member of the corporation by: (1) paying the annual membership fee, (2) completing the appropriate application form, **and 3) supporting the purposes of the organization.**

Section 2. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of members. Members must be present at meetings in which matters are raised for vote in order to exercise their voting rights, unless the vote is requested via electronic mail and/or posted letter. 11B V.S.A. § 6.20 & 7.21.

Section 3. Termination of Membership. The board of directors, by affirmative vote of two-thirds of all members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present and voting at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period. The process shall be carried out in good faith. At least 15 days prior written notice shall be given to the member to be expelled, suspended, or terminated. Said notice shall state the reasons for the action, and shall give the member an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed expulsion, suspension, or termination, so as to allow the board of directors sufficient time to decide whether the action shall take place.

Written notice of the proposed action shall be given by first class or certified mail and sent to the member's last address. 11B V.S.A. § 5.02.

Section 4. Resignation. Any member who does not submit his annual membership fee shall be considered to have resigned. 11B V.S.A. § 6.30.

Section 5. Reinstatement. On written request signed by a former member and filed with the secretary, the board of directors by the affirmative vote of a majority of the board, may reinstate a member to membership on such terms as the board of directors may deem appropriate.

Section 6. Annual Meeting: The annual meeting of the members shall be held during the annual Fall meeting of the Sociotechnical Systems Roundtable, Inc., for the purpose of electing directors (stewards) and officers and for the transaction of such other business as may come before the meeting. If the election of directors is not held as specified, the board of directors shall call a special meeting of the members as soon thereafter as is convenient.

Section 7. Special Meetings: The corporation shall hold a special meeting of members on call of its board or the person or persons authorized to do so by these bylaws; or if the holders of at least five percent of the voting members in good standing sign, date, and deliver to any officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held. 11B V.S.A. § 7.02.

Section 8. Place of meeting: The board of directors may designate any place within or without the State of Vermont as the place of meeting for any annual meeting or for any special meeting called by the board of directors. Annual meetings of the board of directors will be held at the time and location of the annual Fall meeting of the membership. If no Fall meeting is planned, the board of directors will select another appropriate location and time to meet. The board may determine that annual or special meetings may be held by conference call or electronically. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be the registered office of the corporation in the Town of Milton, State of Vermont. 11B V.S.A. § 7.02(d).

Section 9. Notice of Meeting: Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be made to all members by electronic mail (e-mail) at least thirty days in advance of said meeting. It is the responsibility of the members to insure that up-to-date e-mail addresses are available to the secretary. 11B V.S.A. § 7.05.

Section 10. Quorum: **At least twenty members represented in person shall constitute a quorum at a meeting of members.** If less than twenty members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present any business may be transacted that might have been transacted at the meeting as originally notified. 11B V.S.A. § 7.22.

Section 11. Proxies: At all meetings of members, **a member may not vote by proxy** 11B V.S.A. § 7.24.

Section 12. Voting. Any action that is proper for a special meeting may be conducted by written ballot or electronically in lieu of a meeting. 11B V.S.A. § 7.08. In the election of directors, cumulative voting for more than one director shall not be permitted. 11B V.S.A. § 7.25.

Section 13. Resolutions. All resolutions offered for the consideration of the members shall be presented in writing prior to discussion before the membership.

Section 14. Rules. Meetings of members shall be governed by Robert's Rules of Order, Newly Revised (1990). 11B V.S.A. § 2.06(b).

Article 5: Board of Directors

Section 1. Powers: The business and affairs of the corporation shall be managed by the board of directors. 11B V.S.A. § 8.01. The board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the board. 11B V.S.A. § 8.25.

Section 2. Number, Tenure, and Qualifications: The board of directors of the Corporation shall consist of five members, and shall be the Stewards of the Corporation. Directors must be members of the Corporation at the time of their election. Directors shall be elected at the annual meeting of members, and the term of office of each director shall be two years. **With the discretion of the Board of Directors**, a Director may choose to continue for a 3rd year without election. A Director can not be elected for more than 2 consecutive terms. A Director (steward) acting in 2005 who chooses to stand for election at the first annual meeting will, if elected, be deemed to be in his/her second year.

11B V.S.A. § 8.02& 8.04.

Section 3. Regular Meetings: A regular meeting of the board of directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of members. The board of directors may provide, by resolution, the time and place and method for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution. 11B V.S.A. § 8.20.

Section 4. Special Meetings: Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at the principal office of the corporation or at such other place and by such method as the directors may determine. 11B V.S.A. § 8.20.

Section 5. Notice: Notice of any special meeting, (whether that meeting is held in person, by telephone or other electronic means) shall be given at least forty-eight (48) hours before the time fixed for the meeting, by written notice delivered personally or mailed electronically (e-mail) to each director at his preferred e-mail address. If mailed, such notice shall be deemed to be delivered when sent from the Corporation's e-mail address without error notice from the server, not less than one day prior to the commencement of the above-stated notice period. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting. 11B V.S.A. § 8.22& 8.23.

Section 6. Quorum: A majority of the number of directors fixed in these bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly warned and held meeting of the board, provided such written consent is inserted in the minute book. 11B V.S.A. § 8.24.

Section 7. Voting. Any action that is proper for a special meeting may be conducted electronically or by written ballot in lieu of a meeting. 11B V.S.A. § 8.21.

Section 8. Removal of absent directors. Directors missing three consecutive regular meetings are deemed removed. 11B V.S.A. § 8.08.

Section 9. Vacancies: Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. 11B V.S.A. § 8.11.

Section 10. Fees. The board of directors shall establish the annual membership fee and other fees as needed to be assessed from the members at the annual meeting of members. The annual membership fee will be proposed at the annual meeting by the board of directors and voted upon by the membership.

Section 11. Rules. Meetings of the board of directors shall be governed by Robert's Rules of Order, Newly Revised (1990). 11B V.S.A. § 2.06(b).

Article 6: Officers

Section 1. Number: The officers of the Corporation shall consist of the Secretary-Treasurer and the President of the Corporation

Section 2. Election and Term of Office: The Directors shall elect from among their members the two officers of the Corporation. 11B V.S.A. § 8.40.

The officers of the Corporation shall be elected at the annual Fall meeting of the corporation. If the election is not held at such meeting, such election shall be held as soon as possible thereafter as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided. 11B V.S.A. § 2.06(b).

Section 3. Removal: Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Powers and Duties: The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the board of directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties associated with such offices. The secretary shall prepare minutes of all meetings of the members and the board, and shall authenticate the records of the corporation upon request. 11B V.S.A. § 8.40.

Section 6. Salaries: The salaries of the officers may be fixed from time to time by the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation. There shall be no right to a salary and a salary may not be paid unless the board of directors so orders. **Salaries of officers are subject to annual review by the membership.**

Article 7: Contracts, Loans, Checks, and Deposits

Section 1. Contracts: The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time

shall be determined by resolution of the board of directors.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors shall select.

Article 8: Fiscal Year.

The fiscal year of the Corporation shall be January 1 to December 31.

Article 9: Waiver of Notice.

Whenever any notice is required to be given to any member or director of the corporation under the provisions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 10: Amendments

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted **by the membership in attendance at the annual meeting of the membership.** 11B V.S.A. § 2.06.

Article 11: Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article 12: Dissolution or Sale of Assets

A fifty-one percent (51%) vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. 11B V.S.A. § 12.02& 14.02. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

(as accepted at the Chicago meeting in May 2005)